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RECORDATION NO. 23242 FILED

DEC - 4 '00 : 1:57 PM

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

December 4, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 30, 2000. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43065

Lessee:

AG Processing, Inc.  
P.O. Box 2047  
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 74 tank cars numbered AGPX 200001-200074, inclusive.

PORTLAND, OREGON      WASHINGTON, D.C.      BEND, OREGON

BALL JANIK LLP

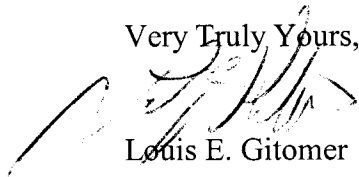
Honorable Vernon A. Williams  
December 4, 2000  
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and AG Processing, Inc., P.O. Box 2047, Omaha, NE 68103, covering 74 tank cars numbered AGPX 200001-200074, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is stylized with a large, sweeping initial "L".

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

BANC ONE LEASING CORPORATION ("LESSOR")

AND

AG PROCESSING, INC. A COOPERATIVE

November 30, 2000

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Memorandum of a Lease Agreement made and entered into as of November 30, 2000 by and between Banc One Leasing Corporation ("Lessor") and AG Processing, Inc. a Cooperative("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.


Lessor: Banc One Leasing Corporation

By: 

Title: Officer

Date: 12-1-00

Lessee: AG Processing Inc. a Cooperative

By: 

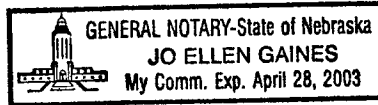
Title: CFO

Date: November 30, 2000

STATE OF NEBRASKA

COUNTY OF DOUGLAS

On this 30th day of November, 2000, before me personally appeared K.S. Grubbe, to me personally known, who being by me duly sworn, says that he is the CFO of AG Processing Inc. a Cooperative that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Jo Ellen Gaines  
NOTARY PUBLIC

My commission expires: 4/28/03

STATE OF

COUNTY OF

On this 1st day of Dec., 2000, before me personally appeared Timothy Ellerbrock, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Susan J. Scheeder  
Notary Public, State of Ohio  
My Commission Expires Dec. 8, 2000

[Signature]  
NOTARY PUBLIC

My commission expires: 12-8-2000

EXHIBIT A  
TO  
MEMORANDUM OF LEASE AGREEMENT  
BETWEEN  
BANC ONE LEASING CORPORATION ("LESSOR")

AND

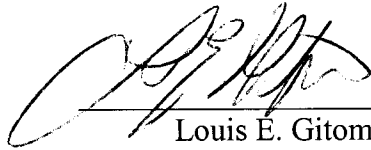
AG PROCESSING, INC. A COOPERATIVE

74 ACF Rail Cars bearing the following marks and numbers

AGPX 200001	AGPX 200033	AGPX 200065
AGPX 200002	AGPX 200034	AGPX 200066
AGPX 200003	AGPX 200035	AGPX 200067
AGPX 200004	AGPX 200036	AGPX 200068
AGPX 200005	AGPX 200037	AGPX 200069
AGPX 200006	AGPX 200038	AGPX 200070
AGPX 200007	AGPX 200039	AGPX 200071
AGPX 200008	AGPX 200040	AGPX 200072
AGPX 200009	AGPX 200041	AGPX 200073
AGPX 200010	AGPX 200042	AGPX 200074
AGPX 200011	AGPX 200043	
AGPX 200012	AGPX 200044	
AGPX 200013	AGPX 200045	
AGPX 200014	AGPX 200046	
AGPX 200015	AGPX 200047	
AGPX 200016	AGPX 200048	
AGPX 200017	AGPX 200049	
AGPX 200018	AGPX 200050	
AGPX 200019	AGPX 200051	
AGPX 200020	AGPX 200052	
AGPX 200021	AGPX 200053	
AGPX 200022	AGPX 200054	
AGPX 200023	AGPX 200055	
AGPX 200024	AGPX 200056	
AGPX 200025	AGPX 200057	
AGPX 200026	AGPX 200058	
AGPX 200027	AGPX 200059	
AGPX 200028	AGPX 200060	
AGPX 200029	AGPX 200061	
AGPX 200030	AGPX 200062	
AGPX 200031	AGPX 200063	
AGPX 200032	AGPX 200064	

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of December 4, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
December 4, 2000